

ORIGINAL

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In Re:</b>   <b>W.R. GRACE &amp; CO., et al.,<sup>1</sup></b>  <b>Debtors.</b>	) ) ) ) )	<b>Chapter 11</b>   <b>Case No. 01-0 <u>1129</u> (SSB)</b>  <b>(Jointly Administered)</b>
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**AFFIDAVIT UNDER 11 U.S.C. 327(e)**

STATE OF PENNSYLVANIA	)	
	)	ss:
COUNTY OF ALLEGHENY	)	

**FILED**  
2001 MAY -9 PM 6:27  
U.S. DISTRICT COURT  
DISTRICT OF DELAWARE

James J. Restivo, Jr., being duly sworn, upon his oath, deposes and says:

1. I am a partner of Reed Smith LLP, located at 435 Sixth Avenue, Pittsburgh, Pennsylvania 15219 (the "Firm").

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey & Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Coca Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Coca Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Koontenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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24-1

2. The Debtors have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

5. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters for which we have been retained.

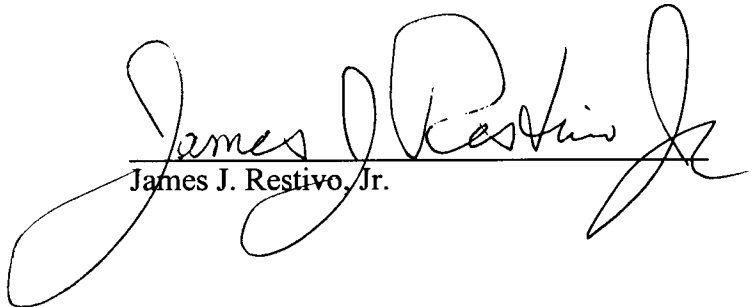
7. From time to time, the Firm has represented former asbestos producers who were defendants along with one or more of the Debtors. In Pennsylvania, the Firm represented one or more of such defendants along with one or more of the Debtors, with the consent of all the clients involved, as a cost sharing device when common issues were involved. Such clients included, at various times, Pittsburgh Corning Corporation, Owens-Illinois, GAF Corporation, AC&S Corporation, and, on limited occasions, so-called "peripheral" defendants in individual cases. Pittsburgh Corning Corporation, since April 16, 2000, has been a debtor in its own bankruptcy and the Firm has been appointed bankruptcy counsel. GAF Corporation is also

a debtor in its own bankruptcy and the Firm no longer represents that company. The Firm has continued to represent its non-bankrupt clients as described above in asbestos bodily injury cases. To the best of my knowledge, these representations do not include any interest adverse to the Debtors in the matters upon which the Firm is to be engaged.

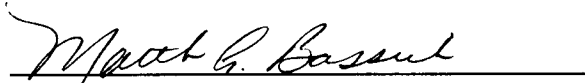
8. The Debtors owe the Firm approximately \$30,000 to \$35,000 for prepetition legal services and expenses, much of which was time or expenses (e.g., telephone, transcripts, travel, duplicating, etc.) incurred and not yet billed.

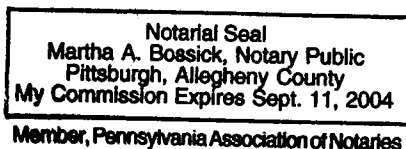
9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Executed on April 12, 2001.

  
James J. Restivo, Jr.

Sworn to and subscribed before me  
this 12th day of April, 2001

  
Notary Public  
My commission Expires:



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al.,<sup>1</sup> )  
Debtors. ) Case No. 01-01139 (RJN)  
Jointly Administered

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE )SS  
)

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 9th day of May, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. Affidavit Under 11 U.S.C. 327(e) by James J. Restivo, Jr. a Partner of

Reed Smith, L.L.P.

Dated: May 9, 2001

  
Patricia E. Cuniff

Sworn to and subscribed before  
me this 9th day of May, 2001

  
Notary Public

My Commission Expires: 01/13/03

W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No. 21948  
May 9, 2001  
13 – Hand Delivery  
07 – Federal Express  
67 – First Class Mail

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